

EXHIBIT O

DECLARATION OF MELISSA STANLEY

I, Melissa Stanley, declare as follows:

1. I am over 18 years of age and have personal knowledge of the facts set forth in this declaration. If called as a witness, I could testify competently regarding them.

2. I am a Café Manager at a Barnes & Noble Booksellers, Inc. ("Barnes & Noble") store located in Amherst, New York (Store #2958). I first joined Barnes & Noble as cashier and was promoted to Café Manager in October 2010.

3. I acknowledge that, before asking me questions about my employment, an attorney representing Barnes & Noble (1) explained to me that a former Café Manager, Kelly Brown, has filed a lawsuit against Barnes & Noble; (2) provided a brief overview of the allegations and claims in the lawsuit; (3) explained that Ms. Brown brought the lawsuit on behalf of herself and was seeking to bring it on behalf of other Café Managers, including me; (4) told me that my participation in the interview was completely voluntary; and (5) told me that I will not be subject to retaliation regardless of whether I choose to participate in the interview or as a result of any information that I provide. The attorney provided me with the opportunity to ask questions. I then elected to proceed with the discussion and to sign this declaration, which was prepared from the information I provided. Before executing this declaration, I was given the opportunity to review it and ensure its accuracy, which I did. I understand that Barnes & Noble will use the information provided to attempt to demonstrate that the alleged experiences of Ms. Brown were not representative and, further, that Barnes & Noble has not violated any laws.

4. In 2010, I received training for the Café Manager position at a Barnes & Noble store in Buffalo, New York. This training lasted one week and, each day, I worked for eight hours. During this training, I learned how to review the different financial reports, like the Top

50 report, how to prepare for management meetings, how to order products and food items for the café, and how to maintain the café equipment.

5. My primary duty is the management of the café. I am responsible for overseeing the operations of the café and supervising the Café Servers and my Café Lead in the café.

6. The majority of my working time is spent on managerial duties such as directing the work of café employees, training new Café Servers and Leads, figuring out ways to increase sales, making hiring decisions, and providing in-the-moment coaching. This time includes managing the café and directing the work of two or more employees. My work as a Café Manager requires me to constantly exercise my own judgment on how to run the café and supervise my employees, including what tasks should be delegated to Café Servers and Café Leads.

7. Even when I am working in the café alongside the employees, I supervise the employees and I am always acting as their manager. I am constantly looking for areas that need improvement, identifying things that I need to provide training on, ensuring that café employees are on task and following food safety and preparation guidelines, and making sure that the café's employees and physical space are providing an excellent customer experience.

8. I currently manage one Café Lead and nine Café Servers. Café Servers are primarily responsible for preparing and serving drinks and food, and for maintaining excellent customer service in the café. Café Leads are also responsible for those things but, also, under my supervision, assist me in the overall management of the café.

9. The hiring process at my store is a team effort. Generally, the Store Manager will conduct the screening process, the Assistant Store Manager will conduct the first in-person interview and I will conduct the second in-person interview. Although the ultimate decision to

hire a café employee is mine, I regularly discuss this decision with my Store Manager in an effort to work as a team.

10. I am also responsible for training new and current café employees. In the past year, I have trained approximately four Café Servers. I tailor my training to each individual, depending on their background and level of experience in a similar setting. The amount of time that it takes to train new Café Servers varies depending on the person's prior work experience and their learning style. Based on my availability, I generally conduct the first few days of the training and then assign my Café Lead, or another certified trainer, to complete the training. I regularly follow-up with both the new hire and the trainer on their progress and to make sure that that training is administered appropriately. I also determine whether current café employees are in need of additional training, based on my observations of their performance and ability while supervising the café.

11. I also evaluate and write reviews for my Café Servers and Café Leads annually. The reviews for Café Servers are completed in October and the reviews for Café Leads are completed in July. Once I prepare these evaluations, my Store Manager will review them and sign off on them. My Store Manager trusts my judgment in evaluating my café employees and, therefore, makes only minor changes to the evaluations. I also meet with the Café Servers and Café Leads to discuss their reviews on a one-on-one basis and provide them guidance as to how to improve their performance.

12. I occasionally discipline employees as appropriate without managerial approval. In the past, I have issued verbal warnings for failing to adhere to the café's standard operating procedures (for example, by failing to wear a hat in violation of the café's health and safety policies or for tardiness). I also have the authority to partner with my Store Manager and place a

café employee on an improvement plan for continued performance issues. During my tenure as Café Manager, I have not had to recommend terminating the employment of a café employee to my Store Manager.

13. At my store, the Assistant Store Manager is responsible for preparing the schedules for all employees using a program called Dayforce. Once the program auto-populates the schedule, I sometimes review the schedules to add or remove shifts based on how busy I believe the café will be at certain times throughout the week. Currently, I spend less than one hour a week reviewing and tweaking the schedule for café employees. Prior to the implementation of Dayforce, I was responsible for preparing schedules for Café Servers and spent about one to two hours per week on scheduling.

14. I also provide continuous “in the moment” coaching to Café Servers every day. I provide this coaching when I observe that a café employee needs guidance in a particular area, such as how to properly prepare food or make a drink. I try to use the coaching as an opportunity to teach Café Servers and Café Leads on the proper operating procedures for the café and before issuing any official verbal warnings. I strongly believe that coaching is the best way to guarantee the café is operating up to the company’s expectations and standards. This belief is based on my judgment about the best way to manage café employees, which is left to my discretion.

15. As Café Manager, one of my primary responsibilities is to ensure that the café meets its sales goal. To achieve this goal, I believe training the café employees on upselling techniques and ensuring that they are implementing this training is the best way to achieve the café’s sales goal. I also share the café’s daily and monthly sales goal with café employees. If the café meets its goals, I will relax the café’s dress code and allow the café employees to wear a

different color than their usual uniforms. This type of decision is within my discretion as a manager.

16. I am also responsible for meeting the café's gross profit margin goal. The café's gross profit margin is determined by the café's overall sales performance as compared to the café's waste. Based on my experience, meeting our sales goal in the beverage category is the best way to ensure that the café will meet its gross profit margin goal. I also believe managing the café's inventory, ringing items correctly at the cash register and ordering our product accurately is critical in meeting this goal. Decisions concerning how to reach my financial goals and, therefore, how to increase sales and reduce waste are my decisions, which I make based on my discretion and analysis of the information available to me, including financial data for the café.

17. Ultimately, if I am successful in managing sales and gross margin to meet our café's goals, then I am eligible for a bonus based on achieving these goals.

18. I am responsible for ordering product and merchandise for the café. Ordering product for the café is not an automatic process. Every week, I am required to determine how much product we should order based on recent sales, financial reports, and our projected traffic for the upcoming days. This amount changes from week to week. I use my judgment to determine the café order and do not need or seek approval from any other manager. I sometimes delegate this responsibility to my Café Lead, whom I supervise.

19. I am also responsible to ensure the café is in compliance with local, state and federal health codes. I supervise Café Servers to ensure that they are following food safety guidelines and keeping the café area in compliance with those codes.

20. I am also responsible for ensuring the proper maintenance of the equipment in the café.

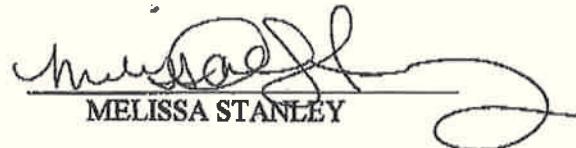
21. While the coverage in the café varies from week to week, and day to day, in my experience at my current store, I am the sole employee assigned to the café about six to eight hours a week. This occurs when the café is not particularly busy during off-peak hours when I am responsible for opening or closing the cafe. Even then, I am managing the café and its employees by inspecting various aspects of the café to ensure tasks were performed properly and by noting things that café employees need to do or need coaching on. If the café were to get unexpectedly busy, I always have the ability to request help from other booksellers, who are trained to assist in the café.

22. Prior to October 30, 2016, and otherwise throughout my employment as a Café Manager, I was being compensated on a salary basis at a rate of more than \$455 per week.

23. I am usually scheduled to work 40 hours a week, and I usually work only my scheduled hours. I also take at least one 30-minute break during the day for lunch. On occasions when I work past my scheduled hours on a given day, I have the opportunity to leave early on other days so that I work only 40 hours that week. I usually take advantage of that opportunity. I do not have any records that would provide any more specific information about this.

24. I believe that I have been paid properly while working as a Café Manager. If I had a complaint or concern about my pay, I would be comfortable raising it internally, without fear of retaliation.

Pursuant to the laws of the United States of America, I declare under penalty of perjury
that the foregoing is true and correct. Executed on December 22, 2016.



MELISSA STANLEY